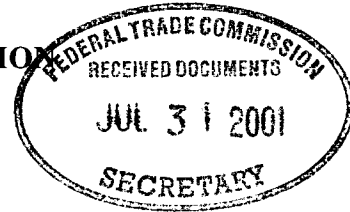


UNITED STATES OF AMERICA
BEFORE FEDERAL TRADE COMMISSION



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)
In the Matter of)
)
)
Schering-Plough Corporation,)
a corporation,) Docket No. 9297
)
Upsher-Smith Laboratories,)
a corporation,)
)
and)
)
)
American Home Products Corporation,)
a corporation.)
-----)

**RESPONDENT AMERICAN HOME PRODUCTS CORPORATION'S
STATEMENT OF GOOD FAITH REGARDING ITS MOTION TO COMPEL**

Pursuant to Federal Trade Commission Rule of Practice 3.22(f), American Home Products Corporation ("AHP") submits the following statement in support of its *Motion to Compel Complaint Counsel To Search the Files of the Federal Trade Commission*, which was filed on July 23, 2001.

I, Anika Sanders Cooper, declare as follows:

Counsel for AHP has negotiated in good faith with complaint counsel to resolve the dispute over the scope of the Federal Trade Commission's search for documents responsive to AHP's *First Request for Production of Documents*. Nonetheless, the parties have not been able to resolve the dispute.

As described in Exhibit D to AHP's Motion to Compel, I met with complaint counsel on June 25, 2001 at 2:00 PM at the offices of the Federal Trade Commission at 601 Pennsylvania Avenue, N.W., Washington, D.C. 20580. Barbara Wootton of Arnold

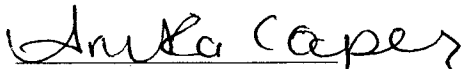
& Porter was also present at this meeting. Complaint counsel present at this meeting included Yaa Apori, Philip Eisenstat, Steve Vieux, and Andrew Ginsberg. The purpose of this meeting was to discuss the parties' respective document production obligations including, but not limited to, the scope of the Federal Trade Commission's search for responsive documents.

On July 12, 2001 at 2:00 PM, I participated in a conference call with complaint counsel to further discuss the parties' respective document productions. Barbara Wootton of Arnold & Porter also participated in this call. Participating on behalf of complaint counsel were Yaa Apori, Philip Eisenstat, and Steve Vieux.

The parties are still working to resolve certain issues related to document production obligations. However, an impasse was reached on the Federal Trade Commission's scope of search when complaint counsel stated that they did not intend to search beyond a certain limited set of files and fileowners.

I declare under penalty of perjury that the foregoing is true and correct and that this declaration was executed on July 31, 2001.

Respectfully submitted,



Anika Sanders Cooper
ARNOLD & PORTER
555 Twelfth Street, N.W.
Washington, D.C. 20004
(202) 942-5000
Attorney for American Home Products Corporation

**UNITED STATES OF AMERICA
BEFORE FEDERAL TRADE COMMISSION**

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)	
and)	
)	
American Home Products Corporation,)	
a corporation.)	
-----)	

CERTIFICATE OF SERVICE

I, Anika Sanders Cooper, hereby certify that on July 31, 2001, I caused a true and correct copy of the *American Home Products Corporation's Statement of Good Faith Regarding Its Motion to Compel* to be served upon the following persons by electronic mail and by hand delivery:

Hon. D. Michael Chappell
Administrative Law Judge
Federal Trade Commission
Room 104
600 Pennsylvania Ave., N.W.
Washington, D.C. 20580 (2 copies)

Office of the Secretary
Federal Trade Commission
Room H-159
600 Pennsylvania Ave., N.W.
Washington, D.C. 20580 (Original and 1 copy)

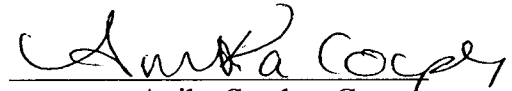
Richard A. Feinstein
Assistant Director, Bureau of Competition
Federal Trade Commission
Room 3114
601 Pennsylvania Ave., N.W.
Washington, D.C. 20580

Karen G. Bokar
Federal Trade Commission

601 Pennsylvania Ave., NW.
Room 3115.
Washington, D.C. 20580
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Christopher Curran
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Laura S. Shores
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Anika Sanders Cooper
Arnold & Porter